

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : **Chapter 11 Case No.**
:
MOTORS LIQUIDATION COMPANY., et al., : **09-50026 (REG)**
:
Debtors. : **(Jointly Administered)**
:
-----x

**DECLARATION AND DISCLOSURE STATEMENT OF THOMAS A. CASEY, JR.
ON BEHALF OF JONES, WALKER, WAECHTER, POITEVENT,
CARRERE & DENEGRE, L.L.P.**

STATE OF LOUISIANA)
)
) ss:
PARISH OF ORLEANS)

Thomas A. Casey, Jr., hereby declares, pursuant to section 1746 of title 28 of the
United States Code:

1. I am a Partner with Jones, Walker, Waechter, Poitevent, Carrere &
Denegre, L.L.P., located at 201 St. Charles Avenue, 51st Floor, New Orleans, Louisiana, 70170-
5100 (the “**Firm**”).

2. Motors Liquidation Company and certain of its subsidiaries, as debtors
and debtors in possession in the above-captioned chapter 11 cases (collectively, the
“**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has
consented to provide such services.

3. The Firm may have performed services in the past and may perform
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties
in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is
retained in cases, proceedings, and transactions involving many different parties, some of whom

may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$12,038.38 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

August 28, 2009.

By: Thomas A. Coop

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY MOTORS LIQUIDATION COMPANY OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.

201 St. Charles Avenue, 51st Floor

New Orleans, Louisiana 70170-5100

2. Date of retention: July 1, 2009 (for post-petition work)

3. Brief description of services to be provided:

Defense of nationwide class action, including issues arising out of the Debtor's removal of the action post-petition

4. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable):

\$245 per hour (based on a blended rate arrangement worked out with the Debtor several years ago)

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$20,000 - \$30,000 for an estimated 2 or 3 month period

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$12,038.38

Date claim arose: End of May, 2009

Source of Claim: Legal representation of the Debtor pre-petition

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Robert R. Casey

Status: Partner

Amount of Claim: \$25,000

Date claim arose: Pre-Petition

Source of claim: A \$25,000 note owed by the Debtor to Robert R. Casey

7. Stock of the Debtors currently held by the firm:

Class of shares: None

No. of shares: _____

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: See attached Addendum

Status: _____

Class of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Not aware of any

11. Name of individual completing this form:

Thomas A. Casey, Jr.

ADDENDUM

1. Pauline Hardin (Partner) owns 100 shares of common stock.
2. Ryan Johnson (Partner) owns 150 shares of common stock.
3. Sarah Brehm (Associate) owns 10 shares of common stock.
4. Shawn Keifer (Associate) owns 50 shares of common stock.